

6. Ownership Interest and/or Managing Control Information (Individuals)

This section is to be completed with information about any individual that has a 5% or greater (direct or indirect) ownership interest in, or any partnership interest in, the supplier identified in Section 2B. All officers, directors, and managing employees of the supplier must also be reported in this section. In addition, any information on adverse legal actions that have been imposed against the individuals reported in this section must be furnished. If there is more than one individual, copy and complete this section for each.

A. Individual with Ownership Interest and/or Managing Control—Identification Information☐ Add☐ Delete☐ Change

Effective Date: _____

1. Name	First	Middle	Last	Jr., Sr., etc.
	ROGER	L.	HEADRICK	N/A
Social Security Number			Date of Birth (MM/DD/YYYY)	Credentials (M.D., O.D., etc.)
				N/A
Medicare Identification Number (if applicable)		Effective Date of Ownership (MM/DD/YYYY)		Effective Date of Control *** (MM/DD/YYYY)
N/A		N/A		

2. If the above individual is directly associated with the supplier in Section 2B, what is this individual's relationship with the supplier? (Check all that apply.)

☐ 5% or Greater Owner
☐ Director/Officer

☐ Partner☐ Managing Employee☐ Other (Specify): _____

3. If the above individual is directly associated with an organization identified in Section 5B, furnish the name of that organization in the space below:

***SEE ATTACHED FOR EFFECTIVE DATE OF CONTROL

Legal Business Name of Organization: CAREMARK RX, INC.

4. What is this individual's role with the organization reported in Section 6A3 above (check all that apply)?

☐ 5% or Greater Owner
☒ Director/Officer

☐ Partner☐ Managing Employee☐ Other (Specify): _____**B. Adverse Legal History**☐ Change☐ Effective Date: _____

Please read the applicable instructions before completing this section. This section is to be completed only if the individual in Section 6A above is a 5% or greater owner (direct or indirect), or has a partnership interest in, or is an actual employee of, or director/officer of, the supplier identified in Section 2B.

1. Has the individual in Section 6A above, under any current or former name or business identity, ever had any of the adverse legal actions listed in Table A in Section 3A imposed against him or her? ☐ YES ☒ NO

2. IF YES, report each adverse legal action, when it occurred, the law enforcement authority/court/administrative body that imposed the action, and the resolution. Attach a copy of the adverse legal action documentation(s) and resolution(s).

Adverse Legal Action:

Date:

Law Enforcement Authority:

Resolution:

N/A

REDACTED

6. Ownership Interest and/or Managing Control Information (Individuals)

This section is to be completed with information about any individual that has a 5% or greater (direct or indirect) ownership interest in, or any partnership interest in, the supplier identified in Section 2B. All officers, directors, and managing employees of the supplier must also be reported in this section. In addition, any information on adverse legal actions that have been imposed against the individuals reported in this section must be furnished. If there is more than one individual, copy and complete this section for each.

A. Individual with Ownership Interest and/or Managing Control—Identification Information☐ Add☐ Delete☐ Change

Effective Date: _____

1. Name	First	Middle	Last	Jr., Sr., etc.
	TED	H.	McCOURTNEY	N/A
Social Security Number	[REDACTED]		Date of Birth (MM/DD/YYYY)	Credentials (M.D., O.D., etc.) N/A
	[REDACTED]		[REDACTED]	
Medicare Identification Number (if applicable)	N/A		Effective Date of Ownership (MM/DD/YYYY)	Effective Date of Control (MM/DD/YYYY)
			N/A	***

2. If the above individual is directly associated with the supplier in Section 2B, what is this individual's relationship with the supplier? (Check all that apply.)

☐ 5% or Greater Owner
☐ Director/Officer

☐ Partner
☐ Other (Specify): _____

☐ Managing Employee

3. If the above individual is directly associated with an organization identified in Section 5B, furnish the name of that organization in the space below: *****SEE ATTACHED FOR EFFECTIVE DATE OF CONTROL**

Legal Business Name of Organization: **CAREMARK RX, INC.**

4. What is this individual's role with the organization reported in Section 6A3 above (check all that apply)?

☐ 5% or Greater Owner
☒ Director/Officer

☐ Partner
☐ Other (Specify): _____

☐ Managing Employee

B. Adverse Legal History☐ Change☐ Effective Date: _____

Please read the applicable instructions before completing this section. This section is to be completed only if the individual in Section 6A above is a 5% or greater owner (direct or indirect), or has a partnership interest in, or is an actual employee of, or director/officer of, the supplier identified in Section 2B.

1. Has the individual in Section 6A above, under any current or former name or business identity, ever had any of the adverse legal actions listed in Table A in Section 3A imposed against him or her? ☐ YES ☒ NO

2. IF YES, report each adverse legal action, when it occurred, the law enforcement authority/court/administrative body that imposed the action, and the resolution. Attach a copy of the adverse legal action documentation(s) and resolution(s).

Adverse Legal Action:

Date:

Law Enforcement Authority:

Resolution:

N/A

REDACTED

6. Ownership Interest and/or Managing Control Information (Individuals)

This section is to be completed with information about any individual that has a 5% or greater (direct or indirect) ownership interest in, or any partnership interest in, the supplier identified in Section 2B. All officers, directors, and managing employees of the supplier must also be reported in this section. In addition, any information on adverse legal actions that have been imposed against the individuals reported in this section must be furnished. If there is more than one individual, copy and complete this section for each.

A. Individual with Ownership Interest and/or Managing Control—Identification Information☐ Add☐ Delete☐ Change

Effective Date: _____

1. Name First JEAN-PIERRE	Middle _____	Last MTLON	Jr., Sr., etc. N/A
Social Security Number [REDACTED]		Date of Birth (MM/DD/YYYY) [REDACTED]	Credentials (M.D., O.D., etc.) N/A
Medicare Identification Number (if applicable) N/A	Effective Date of Ownership (MM/DD/YYYY) N/A	Effective Date of Control *** (MM/DD/YYYY)	

2. If the above individual is directly associated with the supplier in Section 2B, what is this individual's relationship with the supplier? (Check all that apply.)

☐ 5% or Greater Owner
☐ Director/Officer

☐ Partner☐ Managing Employee☐ Other (Specify): _____

3. If the above individual is directly associated with an organization identified in Section 5B, furnish the name of that organization in the space below:

Legal Business Name of Organization: **CAREMARK RX, INC.**

*****SEE ATTACHED FOR EFFECTIVE DATE OF CONTROL**

4. What is this individual's role with the organization reported in Section 6A3 above (check all that apply)?

☐ 5% or Greater Owner
☒ Director/Officer

☐ Partner☐ Managing Employee☐ Other (Specify): _____**B. Adverse Legal History**☐ Change☐ Effective Date: _____

Please read the applicable instructions before completing this section. This section is to be completed only if the individual in Section 6A above is a 5% or greater owner (direct or indirect), or has a partnership interest in, or is an actual employee of, or director/officer of, the supplier identified in Section 2B.

1. Has the individual in Section 6A above, under any current or former name or business identity, ever had any of the adverse legal actions listed in Table A in Section 3A imposed against him or her? ☐ YES ☒ NO

2. IF YES, report each adverse legal action, when it occurred, the law enforcement authority/court/administrative body that imposed the action, and the resolution. Attach a copy of the adverse legal action documentation(s) and resolution(s).

Adverse Legal Action:

Date:

Law Enforcement Authority:

Resolution:

N/A

REDACTED

6. Ownership Interest and/or Managing Control Information (Individuals)

This section is to be completed with information about any individual that has a 5% or greater (direct or indirect) ownership interest in, or any partnership interest in, the supplier identified in Section 2B. All officers, directors, and managing employees of the supplier must also be reported in this section. In addition, any information on adverse legal actions that have been imposed against the individuals reported in this section must be furnished. If there is more than one individual, copy and complete this section for each.

A. Individual with Ownership Interest and/or Managing Control—Identification Information☐ Add☐ Delete☐ Change

Effective Date: _____

1. Name	First	Middle	Last	Jr., Sr., etc.
	C.A.	LANCE	PICCOLO	N/A

Social Security Number	Date of Birth (MM/DD/YYYY)	Credentials (M.D., O.D., etc.)
		N/A

Medicare Identification Number (if applicable)	Effective Date of Ownership (MM/DD/YYYY)	Effective Date of Control (MM/DD/YYYY)
N/A	N/A	***

2. If the above individual is directly associated with the supplier in Section 2B, what is this individual's relationship with the supplier? (Check all that apply.)

☐ 5% or Greater Owner☐ Partner☐ Managing Employee☐ Director/Officer☐ Other (Specify): _____

3. If the above individual is directly associated with an organization identified in Section 5B, furnish the name of that organization in the space below: *****SEE ATTACHED FOR EFFECTIVE DATE OF CONTROL**

Legal Business Name of Organization: CAREMARK RX, INC.

4. What is this individual's role with the organization reported in Section 6A3 above (check all that apply)?

☐ 5% or Greater Owner☐ Partner☐ Managing Employee☒ Director/Officer☐ Other (Specify): _____**B. Adverse Legal History**☐ Change☐ Effective Date: _____

Please read the applicable instructions before completing this section. This section is to be completed only if the individual in Section 6A above is a 5% or greater owner (direct or indirect), or has a partnership interest in, or is an actual employee of, or director/officer of, the supplier identified in Section 2B.

1. Has the individual in Section 6A above, under any current or former name or business identity, ever had any of the adverse legal actions listed in Table A in Section 3A imposed against him or her? ☐ YES ☒ NO

2. IF YES, report each adverse legal action, when it occurred, the law enforcement authority/court/administrative body that imposed the action, and the resolution. Attach a copy of the adverse legal action documentation(s) and resolution(s).

Adverse Legal Action:

Date:

Law Enforcement Authority:

Resolution:

N/A

REDACTED

6. Ownership Interest and/or Managing Control Information (Individuals)

This section is to be completed with information about any individual that has a 5% or greater (direct or indirect) ownership interest in, or any partnership interest in, the supplier identified in Section 2B. All officers, directors, and managing employees of the supplier must also be reported in this section. In addition, any information on adverse legal actions that have been imposed against the individuals reported in this section must be furnished. If there is more than one individual, copy and complete this section for each.

A. Individual with Ownership Interest and/or Managing Control—Identification Information☐ Add☐ Delete☐ Change

Effective Date: _____

1. Name First MICHAEL	Middle D.	Last WARE	Jr., Sr., etc. N/A
Social Security Number [REDACTED]		Date of Birth (MM/DD/YYYY) [REDACTED]	Credentials (M.D., O.D., etc.) N/A
Medicare Identification Number (if applicable) N/A	Effective Date of Ownership (MM/DD/YYYY) N/A	Effective Date of Control *** (MM/DD/YYYY)	

2. If the above individual is directly associated with the supplier in Section 2B, what is this individual's relationship with the supplier? (Check all that apply.)

☐ 5% or Greater Owner
☐ Director/Officer

☐ Partner☐ Managing Employee☐ Other (Specify): _____

3. If the above individual is directly associated with an organization identified in Section 5B, furnish the name of that organization in the space below: *****SEE ATTACHED FOR EFFECTIVE DATE OF CONTROL**

Legal Business Name of Organization: **CAREMARK RX, INC.**

4. What is this individual's role with the organization reported in Section 6A3 above (check all that apply)?

☐ 5% or Greater Owner
☒ Director/Officer

☐ Partner☐ Managing Employee☐ Other (Specify): _____**B. Adverse Legal History**☐ Change☐ Effective Date: _____

Please read the applicable instructions before completing this section. This section is to be completed only if the individual in Section 6A above is a 5% or greater owner (direct or indirect), or has a partnership interest in, or is an actual employee of, or director/officer of, the supplier identified in Section 2B.

1. Has the individual in Section 6A above, under any current or former name or business identity, ever had any of the adverse legal actions listed in Table A in Section 3A imposed against him or her? ☐ YES ☒ NO

2. IF YES, report each adverse legal action, when it occurred, the law enforcement authority/court/administrative body that imposed the action, and the resolution. Attach a copy of the adverse legal action documentation(s) and resolution(s).

Adverse Legal Action:

Date:

Law Enforcement Authority:

Resolution:

N/A

REDACTED

6. Ownership Interest and/or Managing Control Information (Individuals)

This section is to be completed with information about any individual that has a 5% or greater (direct or indirect) ownership interest in, or any partnership interest in, the supplier identified in Section 2B. All officers, directors, and managing employees of the supplier must also be reported in this section. In addition, any information on adverse legal actions that have been imposed against the individuals reported in this section must be furnished. If there is more than one individual, copy and complete this section for each.

A. Individual with Ownership Interest and/or Managing Control—Identification Information☐ Add☒ Delete☐ Change

Effective Date: 08/09/2004

1. Name First JOHN	Middle	Last KOHNER	Jr., Sr., etc. N/A
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Social Security Number [REDACTED]	Date of Birth (MM/DD/YYYY) [REDACTED]	Credentials (M.D., O.D., etc.) N/A
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Medicare Identification Number (if applicable) N/A	Effective Date of Ownership (MM/DD/YYYY) N/A	Effective Date of Control (MM/DD/YYYY) 06/05/1997
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2. If the above individual is directly associated with the supplier in Section 2B, what is this individual's relationship with the supplier? (Check all that apply.)

☐ 5% or Greater Owner
☐ Director/Officer☐ Partner☒ Other (Specify): Delegated Official☐ Managing Employee

3. If the above individual is directly associated with an organization identified in Section 5B, furnish the name of that organization in the space below:

Legal Business Name of Organization: _____

4. What is this individual's role with the organization reported in Section 6A3 above (check all that apply)?

☐ 5% or Greater Owner
☐ Director/Officer☐ Partner☐ Other (Specify): _____☐ Managing Employee**B. Adverse Legal History**☐ Change☐ Effective Date: _____

Please read the applicable instructions before completing this section. This section is to be completed only if the individual in Section 6A above is a 5% or greater owner (direct or indirect), or has a partnership interest in, or is an actual employee of, or director/officer of, the supplier identified in Section 2B.

1. Has the individual in Section 6A above, under any current or former name or business identity, ever had any of the adverse legal actions listed in Table A in Section 3A imposed against him or her? ☐ YES ☒ NO

2. IF YES, report each adverse legal action, when it occurred, the law enforcement authority/court/administrative body that imposed the action, and the resolution. Attach a copy of the adverse legal action documentation(s) and resolution(s).

Adverse Legal Action:

Date:

Law Enforcement Authority:

Resolution:

N/A

REDACTED

6. Ownership Interest and/or Managing Control Information (Individuals)

This section is to be completed with information about any individual that has a 5% or greater (direct or indirect) ownership interest in, or any partnership interest in, the supplier identified in Section 2B. All officers, directors, and managing employees of the supplier must also be reported in this section. In addition, any information on adverse legal actions that have been imposed against the individuals reported in this section must be furnished. If there is more than one individual, copy and complete this section for each.

A. Individual with Ownership Interest and/or Managing Control—Identification Information☐ Add☒ Delete☐ ChangeEffective Date: 03/24/2004

1. Name	First	Middle	Last	Jr., Sr., etc.
	Adolphus	D.	Frazier	Jr.

Social Security Number	Date of Birth (MM/DD/YYYY)	Credentials (M.D., O.D., etc.)
[REDACTED]	[REDACTED]	N/A

Medicare Identification Number (if applicable)	Effective Date of Ownership (MM/DD/YYYY)	Effective Date of Control (MM/DD/YYYY)
N/A	N/A	08/01/2002

2. If the above individual is directly associated with the supplier in Section 2B, what is this individual's relationship with the supplier? (Check all that apply.)

☐ 5% or Greater Owner
☒ Director/Officer

☐ Partner
☐ Other (Specify):
☐ Managing Employee

3. If the above individual is directly associated with an organization identified in Section 5B, furnish the name of that organization in the space below:

Legal Business Name of Organization: _____

4. What is this individual's role with the organization reported in Section 6A3 above (check all that apply)?

☐ 5% or Greater Owner
☐ Director/Officer

☐ Partner
☐ Other (Specify):
☐ Managing Employee**B. Adverse Legal History**☐ Change☐ Effective Date: _____

Please read the applicable instructions before completing this section. This section is to be completed only if the individual in Section 6A above is a 5% or greater owner (direct or indirect), or has a partnership interest in, or is an actual employee of, or director/officer of, the supplier identified in Section 2B.

1. Has the individual in Section 6A above, under any current or former name or business identity, ever had any of the adverse legal actions listed in Table A in Section 3A imposed against him or her? ☐ YES ☒ NO

2. IF YES, report each adverse legal action, when it occurred, the law enforcement authority/court/administrative body that imposed the action, and the resolution. Attach a copy of the adverse legal action documentation(s) and resolution(s).

Adverse Legal Action:

Date:

Law Enforcement Authority:

Resolution:

N/A

REDACTED

OMB Approval No. 0938-0685

11. Surety Bond Information**This Section Not Applicable.****12. Capitalization Requirements for Home Health Agencies****This Section Not Applicable****13. Contact Person(s)**

Furnish the name(s) and telephone number(s) of a person(s) who can answer questions about the information furnished in this application. If a contact person is not furnished in this section, all questions will be directed to the authorized official named in Section 15B.

A. Check here ☐ if this section does not apply and skip to Section 14.

B. 1st Contact Name and Telephone Number ☒ Add ☐ Delete ☐ Change Effective Date: _____

Name: First	Last	E-mail Address (if applicable)	Telephone Number (Ext.)
Sandy	Campa	Sandy.Campa@Caremark.com	()

C. 2nd Contact Name and Telephone Number ☐ Add ☐ Delete ☐ Change Effective Date: _____

Name: First	Last	E-mail Address (if applicable)	Telephone Number (Ext.)
			()

14. Penalties for Falsifying Information on this Enrollment Application

This section explains the penalties for deliberately furnishing false information to gain enrollment in the Medicare program.

- 18 U.S.C. § 1001 authorizes criminal penalties against an individual who, in any matter within the jurisdiction of any department or agency of the United States, knowingly and willfully falsifies, conceals or covers up by any trick, scheme or device a material fact, or makes any false, fictitious or fraudulent statements or representations, or makes any false writing or document knowing the same to contain any false, fictitious or fraudulent statement or entry.

Individual offenders are subject to fines of up to \$250,000 and imprisonment for up to five years. Offenders that are organizations are subject to fines of up to \$500,000 (18 U.S.C. § 3571). Section 3571(d) also authorizes fines of up to twice the gross gain derived by the offender if it is greater than the amount specifically authorized by the sentencing statute.

- Section 1128B(a)(1) of the Social Security Act authorizes criminal penalties against any individual who, "knowingly and willfully," makes or causes to be made any false statement or representation of a material fact in any application for any benefit or payment under a Federal health care program.

The offender is subject to fines of up to \$25,000 and/or imprisonment for up to five years.

- The Civil False Claims Act, 31 U.S.C. § 3729, imposes civil liability, in part, on any person who:
 - knowingly presents, or causes to be presented, to an officer or any employee of the United States Government a false or fraudulent claim for payment or approval;
 - knowingly makes, uses, or causes to be made or used, a false record or statement to get a false or fraudulent claim paid or approved by the Government; or
 - conspires to defraud the Government by getting a false or fraudulent claim allowed or paid.

The Act imposes a civil penalty of \$5,000 to \$10,000 per violation, plus three times the amount of damages sustained by the Government.

- Section 1128A(a)(1) of the Social Security Act imposes civil liability, in part, on any person (including an organization, agency or other entity) that knowingly presents or causes to be presented to an officer, employee, or agent of the United States, or of any department or agency thereof, or of any State agency...a claim...that the Secretary determines is for a medical or other item or service that the person knows or should know:
 - was not provided as claimed; and/or
 - the claim is false or fraudulent.

This provision authorizes a civil monetary penalty of up to \$10,000 for each item or service, an assessment of up to three times the amount claimed, and exclusion from participation in the Medicare program and State health care programs.

- The government may assert common law claims such as "common law fraud," "money paid by mistake," and "unjust enrichment."

Remedies include compensatory and punitive damages, restitution, and recovery of the amount of the unjust profit.

REDACTED

I. Certification Statement

This section is used to officially notify the supplier of additional requirements that must be met and maintained in order for a supplier to be enrolled in the Medicare program. This section also requires the signature and date thereof of an Authorized Official who can legally and financially bind the supplier to the laws, regulations, and program instructions of a Medicare program. Section 18 permits the "Authorized Official" to delegate signature authority to other individual(s) (delegated Official(s)) employed by the supplier for the purpose of reporting future changes to the supplier's enrollment card. See instructions to determine who qualifies as an Authorized Official and a Delegated Official for the supplier.

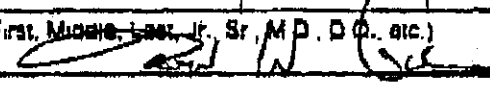
Additional Requirements for Medicare Enrollment

By my signature(s), the authorized official named below and the delegated official(s) named in Section 18 agree to adhere to the following requirements stated in this Certification Statement:

- 1) I agree to notify the Medicare contractor of any future changes to the information contained in this form within 90 days of the effective date of the change. I understand that any change in the business structure of this supplier may require the submission of a new application.
- 2) I have read and understand the Penalties for Falsifying Information, as printed in this application. I understand that any deliberate omission, misrepresentation, or falsification of any information contained in this application or contained in any communication supplying information to Medicare, or any deliberate alteration of any text on this application form, may be punished by criminal, civil, or administrative penalties including, but not limited to, the revocation of Medicare billing number(s), and/or the imposition of fines, civil damages, and/or imprisonment.
- 3) I agree to abide by the Medicare laws, regulations and program instructions that apply to this supplier. The Medicare laws, regulations, and program instructions are available through the Medicare contractor. I understand that payment of a claim by Medicare is conditioned upon the claim and the underlying transaction complying with such laws, regulations, and program instructions (including, but not limited to, the Federal anti-kickback statute and the Stark law), and on the supplier's compliance with all applicable conditions of participation in Medicare.
- 4) Neither this supplier, nor any 5% or greater owner, partner, officer, director, W-2 managing employee, authorized official, or delegated official thereof is currently sanctioned, suspended, debarred, or excluded by the Medicare or Medicaid program, or any other Federal program, or is otherwise prohibited from supplying services to Medicare or other Federal program beneficiaries.
- 5) I agree that any existing or future overpayment made to the supplier by the Medicare program may be recouped by Medicare through the withholding of future payments.
- 6) I will not knowingly present or cause to be presented a false or fraudulent claim for payment by Medicare, and will not submit claims with deliberate ignorance or reckless disregard of their truth or falsity.

B. Authorized Official Signature ☐ Add ☐ Delete ☐ Change **Effective Date:**

I have read the contents of this application. My signature legally and financially binds this supplier to the laws, regulations, and program instructions of the Medicare program. By my signature, I certify that the information contained herein is true, correct, and complete, to the best of my knowledge, and I authorize the Medicare program contractor to verify this information. If I become aware that any information in this application is not true, correct, or complete, I agree to notify the Medicare program contractor of this fact immediately.

Authorized Official Name Print	First David	Middle W.	Last Golding	Jr., Sr., etc.
Authorized Official Signature	(First, Middle, Last, Jr., Sr., M.D., D.O., etc.) 			Title/Position Senior Vice President
				Date (MM/DD/YYYY) Signed 10/28/04

15. Certification Statement

This section is used to officially notify the supplier of additional requirements that must be met and maintained in order for the supplier to be enrolled in the Medicare program. This section also requires the signature and date thereof of an "Authorized Official" who can legally and financially bind the supplier to the laws, regulations, and program instructions of the Medicare program. Section 16 permits the "Authorized Official" to delegate signature authority to other individual(s) (Delegated Officials) employed by the supplier for the purpose of reporting future changes to the supplier's enrollment record. See instructions to determine who qualifies as an Authorized Official and a Delegated Official for the supplier.

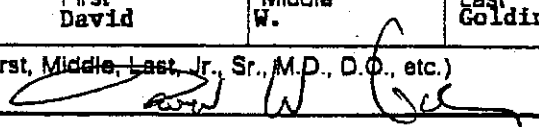
A. Additional Requirements for Medicare Enrollment

By his/her signature(s), the authorized official named below and the delegated official(s) named in Section 16 agree to adhere to the following requirements stated in this Certification Statement:

- 1.) I agree to notify the Medicare contractor of any future changes to the information contained in this form within 90 days of the effective date of the change. I understand that any change in the business structure of this supplier may require the submission of a new application.
- 2.) I have read and understand the Penalties for Falsifying Information, as printed in this application. I understand that any deliberate omission, misrepresentation, or falsification of any information contained in this application or contained in any communication supplying information to Medicare, or any deliberate alteration of any text on this application form, may be punished by criminal, civil, or administrative penalties including, but not limited to, the revocation of Medicare billing number(s), and/or the imposition of fines, civil damages, and/or imprisonment.
- 3.) I agree to abide by the Medicare laws, regulations and program instructions that apply to this supplier. The Medicare laws, regulations, and program instructions are available through the Medicare contractor. I understand that payment of a claim by Medicare is conditioned upon the claim and the underlying transaction complying with such laws, regulations, and program instructions (including, but not limited to, the Federal anti-kickback statute and the Stark law), and on the supplier's compliance with all applicable conditions of participation in Medicare.
- 4.) Neither this supplier, nor any 5% or greater owner, partner, officer, director, W-2 managing employee, authorized official, or delegated official thereof is currently sanctioned, suspended, debarred, or excluded by the Medicare or Medicaid program, or any other Federal program, or is otherwise prohibited from supplying services to Medicare or other Federal program beneficiaries.
- 5.) I agree that any existing or future overpayment made to the supplier by the Medicare program may be recouped by Medicare through the withholding of future payments.
- 6.) I will not knowingly present or cause to be presented a false or fraudulent claim for payment by Medicare, and will not submit claims with deliberate ignorance or reckless disregard of their truth or falsity.

B. Authorized Official Signature ☐ Add ☐ Delete ☐ Change **Effective Date:** _____

I have read the contents of this application. My signature legally and financially binds this supplier to the laws, regulations, and program instructions of the Medicare program. By my signature, I certify that the information contained herein is true, correct, and complete, to the best of my knowledge, and I authorize the Medicare program contractor to verify this information. If I become aware that any information in this application is not true, correct, or complete, I agree to notify the Medicare program contractor of this fact immediately.

Authorized Official Name Print	First David	Middle W.	Last Golding	Jr., Sr., etc.
Authorized Official Signature	(First, Middle, Last, Jr., Sr., M.D., D.O., etc.) 			Title/Position Senior Vice President
				Date (MM/DD/YYYY) Signed 12/1/07

6. Delegated Official (Optional)

The signature of the authorized official below constitutes a legal delegation of authority to the official(s) named in this section to make changes and/or updates to this supplier's enrollment information. The signature(s) of the delegated official(s) shall have the same force and effect as that of the authorized official, and shall legally and financially bind the supplier to the laws, regulations, and program instructions of the Medicare program. By his or her signature, the delegated official certifies that he or she has read the Certification Statement in Section 15 and agrees to adhere to all of the stated requirements. The delegated official also certifies that he/she meets the definition of a delegated official. When making changes and/or updates to the supplier's enrollment information maintained by the Medicare program, the delegated official certifies that the information provided is true, correct, and complete. If assigning more than one delegated official (maximum of three), copy and complete this section as needed.

1. Check here ☐ if this supplier will not be assigning any delegated official(s) and skip to Section 17.

3. Delegated Official Signature		<input type="checkbox"/> Add	<input type="checkbox"/> Delete	<input type="checkbox"/> Change	Effective Date: _____
1. Delegated Official Name	First	Middle	Last	Jr., Sr., etc.	
Print	George		Pavlakis		
Delegated Official Signature	(First, Middle, Last, Jr., Sr., M.D., D.O., etc.)				Date (MM/DD/YYYY) Signed 11/07/2004
Title/Position	<input checked="" type="checkbox"/> Check here only if Delegated Official is a W-2 employee				
Ice President, Reimbursement					
2. Signature of Authorized Official	(First, Middle, Last, Jr., Sr., M.D., D.O., etc.)				Date (MM/DD/YYYY) Signed 11-14-04
Assigning this Delegation					

17. Attachments

This section is a list of documents that, if applicable, should be submitted with this completed enrollment application.

Place a check next to each document (as applicable or required) from the list below that is being included with this completed application.

- ☐ Copy(s) of all Federal, State, and/or local (city/county) professional licenses, certifications and/or registrations specifically required to operate as a health care facility
- ☐ Copy(s) of all Federal, State, and/or local (city/county) business licenses, certifications and/or registrations, specifically required to operate as a health care facility
- ☐ Copy(s) of all professional school degrees or certificates, or evidence of qualifying course work
- ☐ Copy(s) of all documentation verifying IDTF Supervisory Physician(s) proficiency
- ☐ Copy(s) of all CLIA Certificates, FDA Mammography Certificates, and Diabetes Education Certificates
- ☒ Copy(s) of all State Pharmacy licenses
- ☐ Copy(s) of all adverse legal action documentation (e.g., notifications, resolutions, and reinstatement letters)
- ☐ Copy(s) of all current signed electronic data interchange (EDI) agreements
- ☐ Copy(s) of all partnership agreements
- ☐ Copy(s) of all articles of incorporation and/or corporate charters
- ☐ Completed Form HCFA-588 - Authorization Agreement for Electronic Funds Transfer
- ☐ Completed Form(s) CMS 855R - Individual Reassignment of Benefits
- ☒ IRS documents confirming the tax identification number and legal business name (e.g., CP 575)
- ☒ Any additional documentation or letters of explanation as needed

Copy of liability insurance certificate

Copy of 1st and signature page of Agreement and Plan of Merger dated September 2003:

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Page 7 listing officers and directors of Caremark Rx, Inc., and Page 8 regarding retirement of J.D. Frazier, Jr. and signature page from Proxy Statement dated April 9, 2004.

16. Delegated Official (Optional)

The signature of the authorized official below constitutes a legal delegation of authority to the official(s) named in this section to make changes and/or updates to this supplier's enrollment information. The signature(s) of the delegated official(s) shall have the same force and effect as that of the authorized official, and shall legally and financially bind the supplier to the laws, regulations, and program instructions of the Medicare program. By his or her signature, the delegated official certifies that he or she has read the Certification Statement in Section 15 and agrees to adhere to all of the stated requirements. The delegated official also certifies that he/she meets the definition of a delegated official. When making changes and/or updates to the supplier's enrollment information maintained by the Medicare program, the delegated official certifies that the information provided is true, correct, and complete. If assigning more than one delegated official (maximum of three), copy and complete this section as needed.

A. Check here ☐ if this supplier will not be assigning any delegated official(s) and skip to Section 17.

B. Delegated Official Signature ☐ Add ☐ Delete ☐ Change **Effective Date:** _____

1. Delegated Official Name	First	Middle	Last	Jr., Sr., etc.
Print	George		Pavlakis	
Delegated Official Signature	(First, Middle, Last, Jr., Sr., M.D., D.O., etc.)			Date (MM/DD/YYYY) Signed 10/07/2004
Title/Position	<input type="checkbox"/> Check here only if Delegated Official is a W-2 employee*			
Vice President, Reimbursement				
2. Signature of Authorized Official	(First, Middle, Last, Jr., Sr., M.D., D.O., etc.)			Date (MM/DD/YYYY) Signed 10-14-04
Assigning this Delegation				

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B. Delegated Official Signature ☐ Add ☐ Delete ☐ Change Effective Date: _____

1. Delegated Official Name	First	Middle	Last	Jr., Sr., etc.
Print	Sandy	L.	Campa	

Delegated Official Signature	(First, Middle, Last, Jr., Sr., M.D., D.O., etc.)	Date (MM/DD/YYYY)
<i>Sandy L. Campa</i>		Signed 9/28/04

Title/Position	<input type="checkbox"/> Check here only if Delegated Official is a W-2 employee*
Providership Supervisor	

2. Signature of Authorized Official Assigning this Delegation	(First, Middle, Last, Jr., Sr., M.D., D.O., etc.)	Date (MM/DD/YYYY)
<i>[Signature]</i>		Signed 9-14-04

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A. Check here ☐ if this supplier will not be assigning any delegated official(s) and skip to Section 17.

B. Delegated Official Signature ☐ Add ☐ Delete ☐ Change Effective Date: _____

1. Delegated Official Name First Middle Last Jr., Sr., etc.
Print Sandy L. Campa

Delegated Official (First, Middle, Last, Jr., Sr., M.D., D.O., etc.)

Date (MM/DD/YYYY)

Signature

Signed 4/18/04

Title/Position

☒ Check here only if Delegated Official is a W-2 employee

Providership Supervisor

2. Signature of Authorized Official (First, Middle, Last, Jr., Sr., M.D., D.O., etc.)

Date (MM/DD/YYYY)

Assigning this Delegation

Signed 0-14 04

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Officer/Director	Entities of Which Individual is Officer/Director of	Effective Date of Control
Edwin Crawford	Caremark Rx, Inc.	03/01/1998
Edward Hardin, Jr.	Caremark Rx, Inc.	06/01/1998
David Joyner	Caremark Rx, Inc.	11/29/1995
Bradley Karro	Caremark Rx, Inc.	05/01/1998
	Caremark International Inc.	03/24/2004
Kirk McConnell	Caremark Rx, Inc.	10/01/1997
	Caremark International Inc.	05/01/2001
Howard McLure	Caremark Rx, Inc.	06/01/1998
	Caremark International Inc.	06/01/2000
Rudy Mladenovic	Caremark Rx, Inc.	03/24/2004
Diane Nobles	Caremark Rx, Inc.	11/29/1995
	Caremark International Inc.	09/01/1996
Richard Scardina	Caremark Rx, Inc.	11/29/1995
Peter Clemens IV	Caremark Rx, Inc.	11/29/1995
Sara Finley	Caremark Rx, Inc.	11/29/1995
	Caremark International Inc.	09/10/1998
David Golding	Caremark Rx, Inc.	11/29/1995
Mark Weeks	Caremark Rx, Inc.	11/29/1995
Edwin Banks	Caremark Rx, Inc.	05/01/2000
C. David Brown II	Caremark Rx, Inc.	03/01/2001
Colleen Conway-Welch	Caremark Rx, Inc.	05/01/2001
Harris Diamond	Caremark Rx, Inc.	05/01/2000
Kristen Gibney-Williams	Caremark Rx, Inc.	02/01/1999
Roger Headrick	Caremark Rx, Inc.	09/01/1996
Ted McCourtney	Caremark Rx, Inc.	11/19/1995
Jean-Pierre Millon	Caremark Rx, Inc.	03/24/2004
C.A. Lance Piccolo	Caremark Rx, Inc.	09/01/1996
Michael Ware	Caremark Rx, Inc.	03/24/2004

*****Attachment for Directors/Officers of Caremark Rx, Inc. and Caremark International, Inc.**

THE OIG INVESTIGATION:

In June 1995 Caremark Inc. entered guilty pleas to two counts of mail fraud under Title 18 United States Code, Section 1341, one in each of the United States District Court for the District of Minnesota and United States District Court for the District of Southern District of Ohio (Columbus).

These pleas represented the culmination of efforts to resolve all of Caremark's issues with the federal government and the various states relating to various government investigations. As a result of the pleas, the plea agreements and a series of related agreements entered with agencies of the federal government and specifically the Department of Health and Human Services ("HHS") and the 50 states, Caremark successfully and finally resolved these outstanding issues. Based on these agreements, Caremark will continue to provide products and services to the Medicare and Medicaid programs in all 50 states and the District of Columbia, and to all agencies of the United States government. Simply stated, those sovereigns determined, based on all the facts and circumstances, that Caremark can and should be permitted to continue to do business with the government and all government-funded programs.

The guilty pleas stemmed from conduct undertaken by certain Caremark employees acting in violation of corporate policy. Specifically the informations alleged that Caremark employees used certain agreements and other financial programs to induce physicians to refer their patients to Caremark for treatment. Because Caremark failed to disclose to the federal health care programs that these activities had occurred in some instances, Caremark deprived the agency of relevant proprietary information. This, the informations alleged and Caremark agreed, constituted a fraud against the agency, one furthered by use of the U.S. Mails. We emphasize that nothing in these charges in any way questioned the quality, safety or prices of any goods or services provided by Caremark to any of its patients. Caremark entered these pleas and admitted that some of its employees had engaged in wrongdoing. In a public statement made at the time of the pleas, Caremark's Chief Executive Officer apologized for the misconduct of the employees and assured that rigorous steps would be taken to prevent any occurrence of those problems. Indeed, as part of the settlement process, Caremark implemented a Corporate Integrity Agreement with the approval of the U.S. government that sets industry standards for compliance with all state Medicaid and Medicare programs.

When Caremark entered its plea in the Ohio federal court, the parties agreed and the sentencing court found that no high-ranking officer of Caremark participated in or condoned the wrongdoing reflected in the information. That finding illustrates that the offenses committed, while regrettable, were not the product of a corporation operating as a criminal enterprise.

PAGE 01/01

JGM

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06/24/2004 12:13



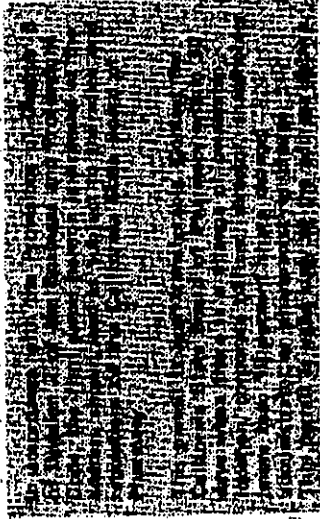
BOARD OF PHARMACY
400 R STREET, SUITE 400
SACRAMENTO, CA 95814-6237
(916) 445-5014



Retail Pharmacy Permit

LICENSE NO. PHY 39314
RECEIPT NO. DD035206

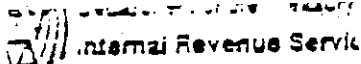
VALID UNTIL JULY 01, 2005



CAREMARK THERAPEUTIC SERVICES
1127 BRYN MAWR DRIVE SUITE A
REDLANDS CA 92374

06/01/04
06/06/04

NON-TRANSFERABLE POST IN PUBLIC VIEW



CINCINNATI, OH 45999

In reply refer to: 1752205827

Jan. 05, 1996 LTR 147C

0000 00 000

00641

CAREMARK INC
2215 SANDERS RD STE 400
NORTHBROOK IL 60062-6150112

Employer Identification Number: [REDACTED]

IRS Control Number:

Dear Taxpayer:

We received your request dated Nov. 28, 1995 asking us to verify your employer identification number (EIN) and name.

This letter confirms that your employer identification number (EIN) as shown on our records is [REDACTED] and your name as shown on our records is Caremark Inc -

Please attach a copy of this letter to a copy of the "B" Notice you received and return both items to the payer(s) who requested verification of your EIN.

If you have any questions about this letter, please write us at the address shown on this letter. If you prefer, you may call the IRS telephone number listed in your local directory. An employee there can help you, but the office at the address shown on this letter is most familiar with your case.

Whenever you write, please include your telephone number, the hours you can be reached, and this letter. You also may want to keep a copy of this letter for your records.

Your telephone number () _____ Hours _____

Internal Revenue Service

Jan. 05, 1996

LTR 147C

0000 00 000

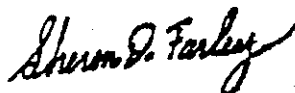
1752205827

00642

CAREMARK INC
2215 SANDERS RD STE 400
NORTHBROOK IL 60062-6150112

We apologize for any inconvenience we may have caused you, and thank you for your cooperation.

Sincerely yours,



Sharon D. Farley
Chief, Special Processing Section

Enclosure(s):
Copy of this letter

ACORD™ CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

5/28/2004

PRODUCER
GALLAGHER HEALTHCARE INSURANCE SERVICES, INC.
ONE BRIARLAKE PLAZA
2000 WEST SAM HOUSTON PARKWAY SOUTH
SUITE 2000
HOUSTON, TX 77042

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION
ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE
HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR
ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW

INSURED

CAREMARK RX, INC.
(CAREMARK, INC. ADVANCE PCS, INC.)
211 COMMERCE STREET
NASHVILLE, TN 37201

INSURERS AFFORDING COVERAGE

NAIC #

INSURER A: COLUMBIA CASUALTY INSURANCE CO

31127

INSURER B:

INSURER C:

INSURER D:

INSURER E:

COVERAGES

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN. THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR ADDL LTR INSRD	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR	MASTER HMC1066904107	06/01/2004	09/01/2005	EACH OCCURRENCE \$3,000.00
	DAMAGE TO RENTED PREMISES (EA OCCURRENCE)				INCLUDE
	MED EXP (Any one person)				N/A
	PERSONAL & ADV INJURY				INCLUDE
	PRODUCTS - COMPLETED OP AGG GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOG				GENERAL AGGREGATE \$5,000.00 PRODUCTS - COMPIOP AGG \$5,000.00
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS	N/A	N/A	N/A	COMBINED SINGLE LIMIT (EA accident) N/A BODILY INJURY (Per person) N/A BODILY INJURY (Per accident) N/A PROPERTY DAMAGE (Per accident) N/A
	GARAGE LIABILITY <input type="checkbox"/> ANY AUTO	N/A	N/A	N/A	AUTO ONLY - EA ACCIDENT N/A OTHER THAN AUTO ONLY: EA AGG N/A AGG N/A
	EXCESS/UMBRELLA LIABILITY <input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> DEDUCTIBLE <input type="checkbox"/> RETENTION	N/A	N/A	N/A	EACH OCCURRENCE N/A AGGREGATE N/A
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? If yes, describe under SPECIAL PROVISIONS below	N/A	N/A	N/A	<input checked="" type="checkbox"/> WC STATU-TORY LIMITS <input checked="" type="checkbox"/> OTH-ER N/A E.L. EACH ACCIDENT N/A E.L. DISEASE - EA EMPLOYEE N/A E.L. DISEASE - POLICY LIMIT N/A
A	OTHER PROFESSIONAL LIABILITY CLAIMS MADE	HMC1066904107	06/01/2004	09/01/2005	\$3,000,000 EACH OCCURRENCE \$5,000,000 AGGREGATE

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/EXCLUSIONS ADDED BY ENDORSEMENT/SPECIAL PROVISIONS

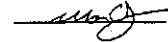
CERTIFICATE HOLDER

CAREMARK, INC.
1127 BRYN MAWR AVENUE
REDLANDS, CA 92374

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE



IMPORTANT

If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

DISCLAIMER

The Certificate of Insurance on the reverse side of this form does not constitute a contract between the issuing insurer(s), authorized representative or producer, and the certificate holder, nor does it affirmatively or negatively amend, extend or alter the coverage afforded by the policies listed thereon.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of the 2nd day of September, 2003, is by and among CAREMARK RX, INC., a Delaware corporation ("Parent"), COUGAR MERGER CORPORATION, a Delaware corporation ("Merger Sub") and a direct wholly owned subsidiary of Parent, and ADVANCEPCS, a Delaware corporation (the "Company").

WITNESSETH:

WHEREAS, upon the terms and subject to the conditions of this Agreement and in accordance with the General Corporation Law of the State of Delaware (the "DGCL"), Parent and the Company will enter into a business combination transaction pursuant to which Merger Sub will merge with and into the Company (the "Merger");

WHEREAS, the Board of Directors of the Company has (i) determined that the Merger is consistent with and in furtherance of the long-term business strategy of the Company and in the best interests of the Company and the holders of the Class A common stock, par value \$0.01 per share, of the Company (the "Company Class A Common Stock"), the holders of the Class B-1 common stock, par value \$0.01 per share, of the Company (the "Company Class B-1 Common Stock"), and the holders of the Class B-2 common stock, par value \$0.01 per share, of the Company (the "Company Class B-2 Common Stock," and, collectively with the Company Class A Common Stock and the Company Class B-1 Common Stock, the "Company Common Stock"), and has approved and adopted this Agreement and declared its advisability and approved the Merger and the other transactions contemplated by this Agreement and (ii) has recommended that the stockholders of the Company approve and adopt this Agreement and the Merger;

WHEREAS, the Board of Directors of Parent (i) has determined that the Merger is consistent with and in furtherance of the long-term business strategy of Parent and in the best interests of Parent and its stockholders and has approved and adopted this Agreement, the Merger and the other transactions contemplated by this Agreement and (ii) has recommended that the stockholders of Parent approve and adopt the Amended Parent Certificate of Incorporation and approve the issuance of Parent Common Stock in connection with the Merger and the other transactions contemplated hereby;

WHEREAS, the Board of Directors of Merger Sub (i) has determined that the Merger is consistent with and in furtherance of the long-term business strategy of Merger Sub and in the best interests of Merger Sub and its stockholder and has approved and adopted this Agreement, the Merger and the other transactions contemplated by this Agreement and (ii) has recommended that Parent approve and adopt this Agreement and the Merger;

WHEREAS, Parent, in its capacity as sole stockholder of Merger Sub, has approved and adopted this Agreement and the Merger by unanimous written consent in accordance with the requirements of the DGCL; and

WHEREAS, for federal income tax purposes, it is intended by Parent, Merger Sub and the Company that the Merger shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Agreement shall constitute a plan of "reorganization";

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants and agreements contained in this Agreement and intending to be legally bound hereby, the parties hereto agree as follows:

ARTICLE I

THE MERGER

Section 1.1. *The Merger.* Upon the terms and subject to the conditions of this Agreement, and in accordance with the DGCL, at the Effective Time, Merger Sub shall be merged with and into the

Company. As a result of the Merger, the separate corporate existence of Merger Sub shall cease and the Company shall continue as the surviving corporation following the Merger (the "Surviving Corporation"). The corporate existence of the Company shall continue unaffected and unimpaired by the Merger and, as the Surviving Corporation, it shall be governed by the laws of the State of Delaware.

Section 1.2. *Effective Time; Closing.* As promptly as practicable (and in any event within two business days) after the satisfaction or waiver of the conditions set forth in Article VI hereof (other than those conditions that by their nature are to be satisfied at the Closing), the parties hereto shall cause the Merger to be consummated by filing a certificate of merger (the "Certificate of Merger"), with the Secretary of State of the State of Delaware and by making all other filings or recordings required under the DGCL in connection with the Merger, in such form as is required by, and executed in accordance with the relevant provisions of, the DGCL. The Merger shall become effective at such time as the Certificate of Merger is duly filed with the Secretary of State of the State of Delaware, or at such other time as the parties hereto agree and as shall be specified in the Certificate of Merger (the date and time the Merger becomes effective, the "Effective Time"). On the date of such filing, a closing (the "Closing") shall be held at 10:00 a.m., Eastern Standard Time, at the offices of King & Spalding LLP ("King & Spalding"), 191 Peachtree Street, Atlanta, Georgia 30303, or at such other time and location as the parties hereto shall otherwise agree.

Section 1.3. *Effect of the Merger.* At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, except as otherwise provided herein, all the property, rights, privileges, powers and franchises of the Company and Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of the Company and Merger Sub shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

Section 1.4. *Certificate of Incorporation and Bylaws.*

(a) The Certificate of Incorporation, as amended, of the Surviving Corporation shall be amended in the Merger to read as set forth in Exhibit A, until the same shall thereafter be altered, amended or repealed in accordance with applicable Law and such Certificate of Incorporation.

(b) The Bylaws of Merger Sub as of the Effective Time shall be the Bylaws of the Surviving Corporation, until the same shall thereafter be altered, amended or repealed in accordance with applicable Law, the Certificate of Incorporation of the Surviving Corporation and such Bylaws.

Section 1.5. *Directors and Officers.* From and after the Effective Time, until the earlier of their resignation or removal or until their respective successors are duly elected or appointed and qualified in accordance with applicable Law, (i) the directors of Merger Sub at the Effective Time shall be the directors of the Surviving Corporation and (ii) the officers of Merger Sub at the Effective Time shall be the officers of the Surviving Corporation.

Section 8.13. *Notices.* All notices, requests, claims, demands and other communications hereunder shall be in writing and shall be given (and shall be deemed to have been duly given upon receipt) by delivery in person, by telecopy or by registered or certified mail (postage prepaid, return receipt requested) to the respective parties at the following addresses, or at such other address for a party as shall be specified in a notice given in accordance with this Section 8.13:

If to Parent or Merger Sub:	Caremark Rx, Inc. 3000 Galleria Tower, Suite 1000 Birmingham, Alabama 35244 Telecopier: 205/982-7709 Attention: Chief Executive Officer General Counsel
with a copy to: (which shall not constitute notice)	King & Spalding LLP 191 Peachtree Street Atlanta, Georgia 30306 Telecopier: 404/572-5147 Attention: William R. Spalding
If to the Company:	AdvancePCS 750 West John Carpenter Freeway, Suite 1200 Irving, Texas 75039 Telecopier: 469/524-7972 Attention: Chief Executive Officer General Counsel SVP, Corporate Affairs and Secretary
with a copy to: (which shall not constitute notice)	Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036 Telecopier: 212/735-2000 Attention: Paul T. Schnell Neil P. Stronski 62

IN WITNESS WHEREOF, the Company, Parent and Merger Sub and have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

ADVANCEPCS

By: /s/ DAVID D. HALBERT
Name: David D. Halbert
Title: Chairman of the Board, President and Chief Executive Officer

CAREMARK RX, INC.

By: /s/ E. MAC CRAWFORD
Name: E. Mac Crawford
Title: Chairman and Chief Executive Officer

COUGAR MERGER CORPORATION

By: /s/ E. MAC CRAWFORD
Name: E. Mac Crawford
Title: President

Caremark Rx, Inc.
211 Commerce Street, Suite 800
Nashville, Tennessee 37201

April 9, 2004

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD TUESDAY, MAY 4, 2004**

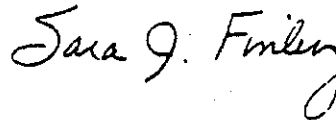
The 2004 annual meeting of stockholders of Caremark Rx, Inc. will be held at The Hermitage Hotel, 231 6th Avenue North, Nashville, Tennessee, 37219 on Tuesday, May 4, 2004, at 9:00 a.m. Central Time, for the following purposes:

1. Election of four directors, each to serve for a term of three years.
2. Any other matters that properly come before the meeting.

Stockholders of record at the close of business on April 1, 2004 are entitled to vote at the meeting or any postponement or adjournment thereof. A list of stockholders as of the close of business on April 1, 2004 will be available at our principal place of business for examination by any stockholder during the period from April 20, 2004 through the 2004 annual meeting of stockholders.

Please review the voting options on the attached proxy card and submit your vote promptly. If you attend the annual meeting, you may revoke your proxy and vote in person if you desire to do so, but attendance at the annual meeting does not itself serve to revoke your proxy.

By Order of the Board of Directors.



Sara J. Finley
Corporate Secretary

STOCK OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table shows the amount of common stock of the Company beneficially owned (unless otherwise indicated) by each of the Company's directors, selected executive officers and the directors and selected executive officers of the Company as a group. Consistent with the Company's compensation philosophy described below, the stock ownership reflected in this table represents the alignment of the named individuals' financial interests with the general interests of the Company's stockholders because the value of their total stock holdings will increase or decrease in line with value of the Company's stock. Except as otherwise indicated, all information is as of March 29, 2004, when there were 458,580,916 shares outstanding. Shares of the Company's common stock subject to options held by the directors and selected executive officers that are exercisable within 60 days of March 29, 2004 are deemed outstanding for the purpose of computing their beneficial ownership individually and as a group. The Chief Executive Officer and the four other most highly compensated executive officers as of December 31, 2003 are included in this table. These individuals may be referred to collectively in this Proxy Statement as the "Named Executive Officers."

<u>Name</u>	<u>Position Held</u>	<u>Aggregate Number of Shares of Common Stock Beneficially Owned(1)</u>	<u>Percent of Shares of Common Stock Outstanding</u>
Edwin M. Crawford	Chief Executive Officer, Chairman of the Board and Director	9,576,000	2.05%
A.D. Frazier, Jr.(2)	President, Chief Operating Officer and Director	671,674	*
Edward L. Hardin, Jr.	Executive Vice President, General Counsel and Director	303,940	*
Bradley S. Karro	Executive Vice President of Corporate Development	215,635	*
Howard A. McLure	Executive Vice President and Chief Financial Officer	332,950	*
Edwin M. Banks	Director	119,640	*
C. David Brown II	Director	85,715	*
Colleen Conway-Weich	Director	83,615	*
Harris Diamond	Director	105,580	*
Kristen E. Gibney Williams	Director	140,475	*
Roger L. Headrick	Director	269,548	*
Ted H. McCourtney	Director	235,170	*
Jean-Pierre Millon	Director	40,850	*
C.A. Lance Piccolo	Director	640,483	*
George Poste	Director	14,334	*
Michael D. Ware	Director	140,109	*
All executive officers and directors as a group (20 persons)		13,766,659	2.92%

* Less than one percent.

(1) The number of shares shown includes shares that are individually or jointly owned, as well as shares over which the individual has either sole or shared investment or voting authority. Certain of the Company's directors and Named Executive Officers may disclaim beneficial ownership of certain shares included in the table, and certain of the shares included in the table represent options to purchase shares, which are exercisable on or before May 28, 2004, described as follows:

- Mr. Crawford—includes options to purchase 9,526,000 shares.
- Mr. Frazier—includes options to purchase 670,000 shares.

- Mr. Hardin—includes options to purchase 294,400 shares, and includes 350 shares held by his son and 5,000 shares held by his spouse. Mr. Hardin disclaims beneficial ownership of the shares held by his son and his spouse.
 - Mr. Karro—includes options to purchase 209,040 shares.
 - Mr. McLure—includes options to purchase 329,450 shares, and includes 1,500 shares held by his spouse. Mr. McLure disclaims beneficial ownership of the shares held by his spouse.
 - Mr. Banks—includes options to purchase 100,250 shares and 5,895 stock units accrued under the Company's Director Deferred Compensation Plan. The Director Deferred Compensation Plan is described below in "The Board of Directors and Board Committees—Director Compensation."
 - Mr. Brown—includes options to purchase 75,250 shares and 5,465 stock units.
 - Dr. Conway-Welch—includes options to purchase 75,250 shares and 5,465 stock units.
 - Mr. Diamond—includes options to purchase 100,250 shares and 5,330 stock units.
 - Ms. Gibney Williams—includes options to purchase 125,250 shares and 5,225 stock units.
 - Mr. Headrick—includes options to purchase 225,250 shares, 7,048 stock units and 1,250 shares held by his spouse. Mr. Headrick disclaims beneficial ownership of the shares held by his spouse.
 - Mr. McCourtney—includes options to purchase 176,750 shares and 3,579 stock units. 151,750 of the options are held by Saw Mill Partners L.P.
 - Mr. Millon—includes options to purchase 21,500 shares.
 - Mr. Piccolo—includes options to purchase 550,250 shares and 4,592 stock units.
 - Dr. Poste—includes options to purchase 14,334 shares.
 - Mr. Ware—includes options to purchase 111,084 shares.
- (2) Effective March 24, 2004, Mr. Frazier retired from his employment with the Company and the Board of Directors, and Mr. Frazier and the Company entered into an agreement relating to his retirement.

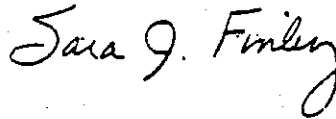
SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and officers, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC") and the NYSE, and to furnish the Company with copies of the forms. Based on its review of the forms received, or written representations from reporting persons, the Company believes that, during 2003, each of its directors and officers complied with all such filing requirements. The Company does not have any stockholders that own more than ten percent of a registered class of its equity securities.

ANNUAL REPORT ON FORM 10-K

The Company is providing to each stockholder as of the record date a copy of the Company's Annual Report on Form 10-K concurrently with this Proxy Statement, including the financial statements and financial statement schedules, as filed with the SEC, except exhibits thereto. The Form 10-K exhibits are available through the Company's website as described below. The Company will also provide copies of these exhibits upon request by eligible stockholders, and the Company may impose a reasonable fee for providing such exhibits. Requests for copies of such exhibits should be mailed to Caremark Rx, Inc., 211 Commerce Street, Suite 800, Nashville, Tennessee, Attention: Corporate Secretary. The Company also makes this Proxy Statement, its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K available free of charge through its website at <http://www.caremarkrx.com>.

By Order of the Board of Directors,

A handwritten signature in cursive script that reads "Sara J. Finley".

Sara J. Finley
Corporate Secretary

Nashville, Tennessee
April 9, 2004

EXHIBIT B



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Caremark Locations

Some of Caremark's campus locations include:

Headquarters

Caremark Rx, Inc.
 211 Commerce Street Suite 800
 Nashville, TN 37201

Operations Centers

Scottsdale
 9501 E. Shea Boulevard
 Scottsdale, AZ 85260-6719

Scottsdale
 8901 East Mount View Road
 No. 280
 Scottsdale, AZ 85260

Irving
 750 W. John Carpenter Freeway
 Suite 1200
 Irving, TX 75039

Northbrook/Lincolnshire
 2211 Sanders Road
 Northbrook, IL 60062

Accordant Health Services, Inc
 Wingate Building
 4900 Koger Boulevard Suite 300
 Greensboro, NC 27407-2710

Baumel-Eisner Neuromedical Institute
 7301 N. University Drive Suite 300
 Tamarac, FL 33321

Baumel-Eisner Neuromedical Institute
 5458 Town Center Road, Suite 5
 Boca Raton, FL 33486

Baumel-Eisner Neuromedical Institute
 1090 Kane Concourse Suite 204
 Miami Beach, FL 33154

Consumer Health Interactive
 539 Bryant Street, No. 200
 San Francisco, CA 94107

IScribe
 101 Redwood Shores Parkway, Suite 101
 Redwood City, CA 94065



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- [Disease Management](#)
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Contact Caremark**WEB SITE PRIVACY POLICY****Site Map**

TheraCom, Inc.
9717 Key West Avenue
Rockville, MD 20850

Mail Service Pharmacies

Birmingham Pharmacy
2700 Milan Court
Birmingham, AL 35211

Fort Lauderdale Pharmacy
15800 SW 25th Street
Miramar, FL 33027

Fort Worth Pharmacy
2105 Eagle Parkway
Fort Worth, TX 76177

Mount Prospect Pharmacy
800 Biermann Court
Mount Prospect, IL 60056

Phoenix Pharmacy
4121 East Cotton Center Boulevard
Phoenix, AZ 85040

San Antonio Pharmacy
7034 Alamo Downs Parkway
San Antonio, TX 78238

Wilkes-Barre Pharmacy
Hanover Crossings Business Park
No. 1 Great Valley Boulevard
Wilkes-Barre, PA 18702

Prescription Repackaging Facility

Vernon Hills
940 Woodlands Parkway
Vernon Hills, IL 60061

Customer Service Centers

Campbell Call Center
1300 E. Campbell Road
Richardson, TX 75081

Mather Call Center
10481 Armstrong Avenue
Mather, CA 95655

Knoxville Call Center
2401 Cherahala Boulevard
Knoxville, TN 37932

Via Linda Call Center
9060 East Via Linda
Scottsdale, AZ 85260

Kansas City Call Center
800 NW Chipman Road, Suite 5830
Lee's Summit, Missouri 64063

San Antonio Call Center
6950 Alamo Downs Parkway

San Antonio, TX 78238

San Antonio Call Center
814 Arion Parkway
San Antonio, TX 78216

Specialty Pharmacies

Richardson SpecialtyRx
909 E. Collins Boulevard
Richardson, TX 75081

Theracom – Rockville
9717 Key West Avenue
Rockville, Maryland 20850

Atlanta Specialty Pharmacy
1000 Cobb Place Boulevard NW, Suite 270
Kennesaw, GA 30144

Baltimore Specialty Pharmacy
8945 Guilford Road, Suite 110
Columbia, MD 21046

Boston Specialty Pharmacy
115 Cedar Street, Suite N3
Milford, MA 01757

Dallas Specialty Pharmacy
2100 North Highway 360, Suite 1700
Grand Prairie, TX 75050

Detroit Specialty Pharmacy
29524 Southfield Road, Suite 100
Southfield, MI 48076

Hawaii Specialty Pharmacy
Pali Palms Plaza
970 North Kalaheo Avenue, Suite C-106
Kailua, HI 96734

Kansas City Specialty Pharmacy
11162 Renner Boulevard
Lenexa, KS 66219-9621

Memphis Specialty Pharmacy
1682 Shelby Oaks Drive North, Suite 1
Memphis, TN 38134

Minneapolis Specialty Pharmacy
1891 West County Road C
Roseville, MN 55113-1304

Mount Prospect Specialty Pharmacy
800 Biermann Court, Suite B
Mount Prospect, IL 60056

New Orleans Specialty Pharmacy
125 Mallard Street, Suite C
St. Rose, LA 70087-4020

Pine Brook Specialty Pharmacy
45 US Highway Route 46E, Suite 607
Pine Brook, NJ 07058

Pittsburgh Specialty Pharmacy
500 Business Center Drive

Pittsburgh, PA 15205-1333

Raleigh Specialty Pharmacy
543 Pylon Drive
Raleigh, NC 27606

Redlands Specialty Pharmacy
1127 Bryn Mawr Avenue
Redlands, CA 92374

Seattle Specialty Pharmacy
19102 North Creek Parkway, Suite 110
Bothell, WA 98011

Tampa Specialty Pharmacy
7930 Woodland Center Boulevard, Suite 500
Tampa, FL 33614

Choice Source Therapeutics – Daphne
1048 Stanton Road, Suite A/B
Daphne, AL 36526

Choice Source Therapeutics – Houston
20333 State Highway 249, Suite 450
Houston, TX 77070

CareCenter Pharmacies

Waverly
646 S. Waverly Road
Holland, Michigan 49423

San Antonio
7034 Alamo Downs Parkway, Suite B
San Antonio, TX 78238

Medical Call Centers

Scottsdale
9501 E. Shea Boulevard
Scottsdale, AZ 85260-6719

San Antonio
6950 Alamo Downs Parkway
San Antonio, TX 78238

Information Technology Centers

Scottsdale
9501 East Shea Boulevard
Scottsdale, AZ 85260-6719

Scottsdale (Mercado)
10301 North 92 Street
Scottsdale, AZ 85260

Bannockburn
1000 Lakeside Drive
Bannockburn, IL 60015

Lincolnshire
25 Tristate International
Suite 300
Lincolnshire, IL 60069

Richardson
Cardinal Tech/Data Services Center
1703 North Plano Road
Richardson, TX 75081

Sales Office

Atlanta
5607 Glenridge Drive, Suite 300
Atlanta, GA 30342

Fairview Park
Superior Office Services
22021 Brookpark Road, Suite 100
Fairview Park, OH 44126

Evanston
1889 Maple Avenue, Unit 8W
Evanston, IL 60201

Mendham
26 Kingsbrook Court
Mendham, NJ 07945

North Wales
1120 Welsh Road STE 190
North Wales, PA 19454

Overland Park
7101 College Park Boulevard, No. 350
Overland Park, KS 66210

Puerto Rico
IBM Building
654 Luis Munoz Rivera Avenue
Hato Rey, San Juan, Puerto Rico

Windsor
200 Day Hill Road
Windsor, CT 06095

Worthington
Corporate Hill IV
250 Old Wilson Bridge Road STE 122
Worthington, OH 43085

Westchester
Westbrook Corp Center
1 Westbrook Corp Center, Suite 640
Westchester, IL 60154

Clinical Office

Hunt Valley
11350 McCormick Road
Executive Plaza II, Suite 1000
Hunt Valley, MD 21031

Minneapolis
5701 Green Valley Dr
Minneapolis, MN 55437-1005

Other Locations

Paper Claims Operations

Cardinal III Building
1705 North Plano Road
Richardson, TX 75082

Claims/Eligibility
1731 Grandstand Parkway
San Antonio, TX 78238

Government Relations/Marketing
1300 I Street, NW
Suite 525 West
Washington, DC 20005

Caremark RX
3000 Galleria Tower, Suite 1000
Birmingham, AL 35244-2359

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